

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

ORIGINAL

STATE OF ILLINOIS

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COMMERCE COMMISSION

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May 23 10 59 AM '00

APPLICATION OF
NORSTAR COMMUNICATIONS, INC.
d/b/a BUSINESS SAVINGS PLAN
INTEREXCHANGE SERVICE AUTHORITY TO
PROVIDE COMPETITIVE TELECOMMUNICATIONS
SERVICES WITHIN THE STATE OF ILLINOIS

) CHIEF CLERK'S OFFICE
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00-0373

APPLICATION

NOW COMES NORSTAR COMMUNICATIONS, INC. d/b/a BUSINESS SAVINGS PLAN (hereinafter referred to as "Applicant"), by and through its attorneys, Early, Lennon, Peters & Crocker, P.L.C. and pursuant to Article XIII of the Illinois Public Utilities Act, makes this Application to the Illinois Commerce Commission (hereinafter referred to as "Commission") for a Certificate of Interexchange Service Authority to provide competitive interexchange telecommunications service within the State of Illinois. In support of its Application, Applicant provides the following information:

1. Applicant's legal name, address of its principle place of business, and phone number at its principle place of business is:

NORSTAR COMMUNICATIONS, INC.
d/b/a BUSINESS SAVINGS PLAN
5862 Bolsa Ave., Suite 103
Huntington Beach, CA 92649
(714) 379-0868

2. Any questions relative this application should be directed to:

Patrick D. Crocker
Early, Lennon, Peters & Crocker, P.L.C.
900 Comerica Building
Kalamazoo, Michigan 49007-4752
(616) 381-8844

3. Applicant is organized under the laws of California, currently engaged in the business of reselling interexchange telecommunications services. A copy of Applicant's Articles of Incorporation is attached hereto as **Exhibit A**. Applicant has the authority to transact business within the State of Illinois as a foreign corporation. A copy of the qualifying document is attached hereto as **Exhibit B**.

4. Applicant's current corporate officers are as follows:

Mark Ellis	President/ Secretary/ Treasurer	Director
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5. Applicant also requests that the Commission exempt Applicant from the provisions of Article I-XII of the Illinois Public Utilities Act, and to treat Applicant as a competitive long distance carrier.

6. Applicant has sufficient technical, financial, and managerial resources and ability to provide interexchange telecommunications services as required pursuant to Article XIII, Sec. 13-403 of the Illinois Public Utilities Act.

7. In support of Applicant's technical, financial, and managerial resources and ability, Applicant submits a description of the background and experience of Applicant's management personnel as **Exhibit C**. A copy of Applicant's most recent financial statements are attached as **Exhibit D**.

8. Applicant seeks to provide 24 hours per day telecommunications services from certain points of origin in Illinois to destination points in Illinois, and interstate services between origin points within the state of Illinois to all points in the contiguous United States, Alaska, Hawaii and the U.S. Virgin Islands.

9. Applicant intends to provide this service as a non-facilities based carrier.

10. Applicant submits the following reasons in support of its belief that the public interest will be served by the approval of this application:

- (a) Applicant's proposed service will use existing telecommunications facilities more efficiently;
- (b) The principle of competition within the Illinois telecommunications market will bring long term benefits to the Illinois end users, including, but not limited to, the following:
 - (i) Expanded market coverage enriched by existing carrier sales forces;
 - (ii) High quality alternative telecommunications services;
 - (iii) Increased consumer choices in billing options;
 - (iv) Efficient use of existing telecommunications resources as well as increased diversification and increased reliability of the supply of the telecommunications services;
 - (v) An expanded telecommunications industry in Illinois with attendant employment opportunities for Illinois residents; and,
 - (vi) An additional tax revenue source for the State of Illinois.

11. Applicant is prepared to give a copy of this Application to any potential competitor, governmental entity, or interested party requesting a copy, and to any persons that the Commission directs by order or by its rules.

WHEREFORE, NORSTAR COMMUNICATIONS, INC. d/b/a BUSINESS SAVINGS PLAN respectfully requests that the Illinois Commerce Commission:

- (a) Grant Applicant a Certificate of Interexchange Service Authority to provide competitive telecommunications service within the State of Illinois;
- (b) Grant Applicant any additional relief which is appropriate under the circumstances.

Respectfully submitted this 22 day of May, 2000 at Kalamazoo, Michigan.


NORSTAR COMMUNICATIONS, INC.
d/b/a BUSINESS SAVINGS PLAN

By: _____

Patrick D. Crocker
900 Comerica Building
Kalamazoo, MI 49007
Its: Attorney

VERIFICATION

I, Mark Ellis, President for NORSTAR COMMUNICATIONS, INC. d/b/a BUSINESS SAVINGS PLAN first being duly sworn on oath, deposes and says that he has read the foregoing Application and verifies that the statements made therein are true and correct to the best of his knowledge, information, and belief.

By: 
Mark Ellis

The foregoing instrument was acknowledged before me this 15 day of Jan, 2000 by Mark Ellis.



Seal



Notary Public:
For the County of Orange
My Commission Expires: sept. 3, 2002

EXHIBIT A



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 15 1999

Bill Jones

Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
NORSTAR COMMUNICATIONS INC.

DEC 13 1999

BILL JONES, Secretary of State

I

The name of the corporation is NORSTAR COMMUNICATIONS INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is: John Ryan, 6765 Westminster Avenue, Suite 222, Westminster, CA 92683.

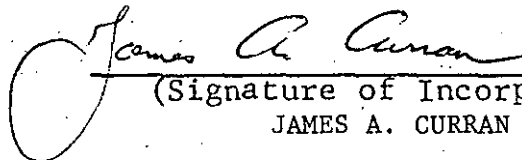
IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is One Thousand (1,000) shares without par value.

V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Dated: December 10, 1999.


(Signature of Incorporator)
JAMES A. CURRAN



REGISTRAR-RECORDER/COUNTY CLERK'S FILING STAMP

DAYTIME PHONE (800) 563-6131

1	<input checked="" type="checkbox"/> First Filing <input type="checkbox"/> Renewal Filing <input type="checkbox"/> With Changes Current Registration No _____	B	PUBLISH IN NEWSPAPER: Orange County Reporter
FICTITIOUS BUSINESS NAME STATEMENT			
THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS:			
2	Fictitious Business Name(s) 3. // 1. BUSINESS SAVINGS PLAN 2. //		
	Articles of Incorporation or Organization Number (if applicable) #2204756		
3	Street Address, City & State of Principal Place of Business in California Zip Code 5862 Bolsa Avenue, Ste. 103, Huntington Beach, CA 92649		
4	Full name of Registrant (if corporation or limited liability company - show state of incorporation or organization) NORSTAR COMMUNICATIONS INC. Date of Incorporation: 12/13/1999 Residence Street Address City State Zip Code 5862 Bolsa Avenue, Ste. 103, Huntington Beach, CA 92649		
4A	Full name of Registrant (if corporation or limited liability company - show state of incorporation or organization) // Residence Street Address City State Zip Code //		
4B	Full name of Registrant (if corporation or limited liability company - show state of incorporation or organization) // Residence Street Address City State Zip Code //		
5	This Business is <input type="checkbox"/> an individual <input type="checkbox"/> joint venture <input type="checkbox"/> a limited partnership <input type="checkbox"/> an unincorporated association other Conducted by <input type="checkbox"/> husband & wife <input checked="" type="checkbox"/> a corporation <input type="checkbox"/> a general partnership than a partnership (check only one) <input type="checkbox"/> co-partners <input type="checkbox"/> a business trust <input type="checkbox"/> a limited liability company <input type="checkbox"/> other (please specify) _____		
6	<input type="checkbox"/> The registrant commenced to transact business under the fictitious name or names listed above on (Date): // <input checked="" type="checkbox"/> Registrant has not yet begun to transact business under the fictitious business name or names listed herein.		
7	If Registrant is not a corporation sign below: // SIGNATURE TYPE OR PRINT NAME // SIGNATURE TYPE OR PRINT NAME // SIGNATURE TYPE OR PRINT NAME //		7A If Registrant is a corporation or a limited liability company sign below: NORSTAR COMMUNICATIONS INC. CORPORATION OR LIMITED LIABILITY COMPANY NAME _____ SIGNATURE & TITLE Mark Ellis, President TYPE OR PRINT NAME AND TITLE
8	This statement was filed with the County Clerk of Orange County on (date indicated by file stamp above).		
NOTICE — THIS FICTITIOUS NAME STATEMENT EXPIRES FIVE YEARS FROM THE DATE IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED BEFORE THAT TIME. The filing of this statement does not of itself authorize the use in this state of a fictitious business name in violation of the rights of another under federal, state, or common law (See Section 14400 et seq., Business and Professions Code.)		I HEREBY CERTIFY THAT THIS COPY IS A CORRECT COPY OF THE ORIGINAL STATEMENT ON FILE IN MY OFFICE. _____ REGISTRAR-RECORDER/COUNTY CLERK BY _____ DEPUTY File No. _____	

SEE REVERSE SIDE FOR INSTRUCTIONS

(forms/fict_dj)

EXHIBIT B

File Number 6095-815-7

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
NORSTAR COMMUNICATIONS INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 16TH day of MARCH A.D. 2000 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

Form BCA-13.15 (Rev. Jan. 1995)	APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS	SUBMIT IN DUPLICATE!
George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834	This space for use by Secretary of State FILED MAR 16 2000 JESSE WHITE SECRETARY OF STATE	This space for use by Secretary of State Date <u>3-16-00</u> License Fee \$ <u> </u> Franchise Tax \$ <u>25</u> Filing Fee \$ <u> </u> Penalties \$ <u>75</u> Approved: <u>[Signature]</u> <u>105</u>
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		

1. (a) CORPORATE NAME: NORSTAR COMMUNICATIONS INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: CALIFORNIA

(b) Date of Incorporation: 12/13/99

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located:

5862 BOLSA AVENUE, SUITE 103

HUNTINGTON BEACH, CA 92649

(b) Address of principal office in Illinois:

(If none, so state)

NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CORPORATION SERVICE COMPANY

First Name

Middle Name

Last Name

Registered Office 221 N. LASALLE STREET, SUITE 616

Number

Street

Suite #

CHICAGO, IL 60601 - COOK COUNTY

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

CALIFORNIA

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	Zip
President	MARK ELLIS	- 19 WHISTLING ISLE,	IRVINE,	CA	92614
Secretary	MARK ELLIS	- 19 WHISTLING ISLE,	IRVINE,	CA	92614
Director	MARK ELLIS	- 19 WHISTLING ISLE,	IRVINE,	CA	92614
Director					
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

TO PROVIDE TELECOMMUNICATION SERVICES

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	-	NONE	1,000	1,000

9. Paid-in Capital: \$ 1,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 25,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 4,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 125,000.00

11. Interrogatories: (Important - this section must be completed.)

- 5862 Bolsa Avenue, Suite 103, Huntington Beach, CA 92649.
- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: /
- (b) Number of shares of all classes owned by residents of Illinois: 0.
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000.
- (d) Is the corporation transacting business in this state at this time? No.
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: N/A.

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 02/17/2000 NORSTAR COMMUNICATIONS INC.
(Exact Name of Corporation)

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Mark Ellis, Secretary
(Type or Print Name and Title)

Mark Ellis, President
(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Form **BCA-4.15/**
4.20
(Rev. Jul. 1984)

APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME

f
File # 6095-815-7

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
<http://www.sos.state.il.us>

FILED

MAY 11 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 05-11-00

Filing Fee 165.00

Approved: MA

1. CORPORATE NAME: NORSTAR COMMUNICATIONS INC.
2. State or Country of Incorporation: CALIFORNIA
3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 03-16, 2000
- (Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
4. The corporation intends to adopt and to transact business under the assumed corporate name of:
BUSINESS SAVINGS PLAN
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until March 1, 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
- (Complete No. 6 if changing or cancelling an assumed corporate name.)
6. The corporation intends to cease transacting business under the assumed corporate name of:
7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated May 11, 2000

attested by [Signature]

(Signature of Secretary or Assistant Secretary)

MARK ELLIS - SECRETARY
(Type or Print Name and Title)

NORSTAR COMMUNICATIONS INC.

(Exact Name of Corporation)

by [Signature]

(Signature of President or Vice President)

MARK ELLIS - PRESIDENT
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

C-148.10

The fee to change an assumed name is \$25.

EXHIBIT C

MANAGEMENT BACKGROUND

NORSTAR COMMUNICATIONS INC.
dba BUSINESS SAVINGS PLAN

MARK ELLIS – PRESIDENT

DEGREE – BACHELORS IN BUSINESS
MASTERS IN BUSINESS ADMINISTRATION

MANAGED AND SUPERVISED A SALES TEAM OF 75 SALESPeOPLE FOR OVER 10 YEARS. A STAFF ACCOUNTANT FOR 4 YEARS AT AN INTERNATIONAL CORPORATION. MR. ELLIS ALSO RUNS THE DAY TO DAY OPERATIONS AT NORSTAR COMMUNICATIONS INC.dba BUSINESS SAVINGS PLAN.

ELAINE RATCLIFF – OFFICE MANAGER / REGULATORY AFFAIRS

OVERSEES AND MANAGES THE ADMINISTRATION STAFF OF 20 PEOPLE FOR OVER 6 YEARS. SHE ALSO HANDLES THE REGULATORY AND CUSTOMER SERVICE COMPLAINTS. MRS. RATCLIFF HAS WORKED IN THE COMMUNICATION INDUSTRY FOR OVER 7 YEARS.

EXHIBIT D

Norstar Communications, Inc.
Balance Sheet
 As of September 30, 1999

	<u>Sep 30, '99</u>
ASSETS	
Current Assets	
Checking/Savings	
Cash-B of A-General-08280	5,985.04
Cash-B of A-Payroll-08276	(66,166.19)
Total Checking/Savings	<u>(60,180.25)</u>
Other Current Assets	
Employee advance	
Patricia Monroy	1,000.00
Carolina Olivaria	1,700.00
Total Employee advance	<u>2,700.00</u>
Total Other Current Assets	<u>2,700.00</u>
Total Current Assets	<u>(57,480.25)</u>
Fixed Assets	
Equipment & Computers	35,408.29
Furniture & fixtures	23,460.48
Accum depreciation	(38,138.25)
Leasehold improvements	28,632.00
Total Fixed Assets	<u>51,362.52</u>
TOTAL ASSETS	<u><u>(6,117.73)</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Payroll Tax payable	2,226.63
Total Other Current Liabilities	<u>2,226.63</u>
Total Current Liabilities	<u>2,226.63</u>
Total Liabilities	<u>2,226.63</u>
Equity	
Shareholder stock	9,560.18
Distributions	
M. Ellis Distributions	(308,910.62)
G. Ellis Distributions	(14,634.99)
Distributions - Other	(27,844.37)
Total Distributions	<u>(351,389.98)</u>
Retained earnings	(210,147.45)
Net income	543,632.89
Total Equity	<u>(8,344.36)</u>
TOTAL LIABILITIES & EQUITY	<u><u>(6,117.73)</u></u>

Norstar Communications, Inc.
P & L Year-to-Date Comparison
As of September 30, 1999

	Jul - Sep '99	Jan - Sep '99
Ordinary Income/Expense		
Income		
Income	1,008,913.12	2,460,905.85
Refunds & Allowances	(138.24)	(138.24)
Total Income	1,008,774.88	2,460,767.61
Cost of Goods Sold		
Telephone cost of sales	300,030.00	591,580.07
Refunds & allowances	0.00	(213.34)
Total COGS	300,030.00	591,366.73
Gross Profit	708,744.88	1,869,400.88
Expense		
Advertising	1,596.03	3,047.29
Automobile expense	20.00	20.00
Bank service charges	328.06	1,076.73
Bonuses & Commissions	82,272.13	189,133.84
Cleaning service	0.00	455.00
Depreciation expense	2,397.75	7,193.25
Dues and subscriptions	20.40	20.40
Entertainment	389.75	389.75
Equipment rental	39.95	39.95
Furniture leasing expense	2,189.25	6,667.51
Gifts	0.00	70.00
Insurance-general	1,172.09	2,555.61
Insurance-health	1,000.00	2,900.00
Insurance-workmans comp	0.00	671.33
Interest expense	229.89	229.89
Licenses and permits	39.76	687.01
Maintenance & repairs	1,037.50	3,592.25
Office supplies & expense	5,988.13	13,830.20
Outside services	497,121.70	610,736.95
Postage and delivery	471.85	1,586.37
Printing	457.78	1,290.58
Professional fees		
Accounting	10,090.90	41,505.71
Legal fees	850.00	1,850.00
Total Professional fees	10,940.90	43,355.71
Rent	12,329.52	52,380.16
Salaries		
Office	23,886.98	40,899.37
Officer	27,000.00	106,120.07
Sales	5,700.00	61,717.14
Verification	2,436.87	13,602.79
Total Salaries	59,023.85	222,339.37
Security	89.85	269.55
Software expense	0.00	592.57
Taxes-payroll	45,675.74	88,828.00
Taxes-property	0.00	2,397.72
Telephone	17,033.46	28,195.58
Uncategorized expenses	0.00	0.00
Utilities	1,397.75	3,579.00
Void checks	0.00	0.00
Total Expense	743,642.07	1,268,061.55
Net Ordinary Income	(34,897.19)	601,339.33
Other Income/Expense		
Other income		
Interest income	0.00	130.46
Other income	0.00	92.56
Total Other Income	0.00	223.02

Norstar Communications, Inc.
P & L Year-to-Date Comparison
As of September 30, 1999

	<u>Jul - Sep '99</u>	<u>Jan - Sep '98</u>
Other Expense		
Franchise tax	0.00	55,945.00
Federal income tax	0.00	1,984.46
Total Other Expense	0.00	57,929.46
Net Other Income	0.00	(57,706.44)
Net Income	<u>(34,897.19)</u>	<u>543,532.89</u>